

Instructions for [Form UMC-2](#)  
**CERTIFICATE OF MERGER OR CONSOLIDATION**  
**PROFIT CORPORATIONS**  
**(Title14A)**

**\*\*New Jersey law prohibits domestic corporations from merging/consolidating with another business entity if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized.**

**\*\*\*“Other business entity” is defined as a corporation, business trust, common-law trust, or other unincorporated business, including a partnership, and a foreign limited liability company.**

STATUTORY FEE: **\$75**

The MANDATORY fields are:

***Field #1 -- Type of Filing***

Indicate whether you are submitting a merger or consolidation filing.

***Field # 2 -- Name Of Surviving Business Entity***

List the name of the surviving entity. If the surviving entity is to have a new name, remember that the name availability provisions apply. \*\*

\*\*The name must be distinguishable from other names on the State’s database. The Division of Revenue will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability, reservation/registration services and fees, visit the Division’s WEB site at <http://www.state.nj.us/treasury/revenue/certcomm.htm> or call (609) 292-9292 Monday-Friday, 8:30 a.m.- 4:30 p.m.

***Field # 3 -- Name(s)/Jurisdiction(s) Of All Participating Business Entities***

List the name and home jurisdiction of each business entity (participants) involved in the merger/consolidation.

***Field # 4-- Voting***

For each **corporation** involved, indicate the number of shares outstanding and the number of shares entitled to vote on the merger or consolidation. List any class or series of shares entitled to vote (designation and number, and votes for/against).

Field # 5-- ***ATTESTATIONS***

**If the surviving business entity is not authorized or registered by the State Treasurer,** add a statement appointing the Treasurer, State of New Jersey as agent to accept service of process and an address to which the Treasurer may mail such service.

***Field # 6-- OTHER PROVISIONS (as needed)***

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 90 days after the filing date.

***ATTACHMENTS***

Attach the plan of merger or consolidation.

***TAX CLEARANCE***

**If the surviving or resulting business is not a registered or authorized domestic or foreign business entity, insure that you obtain and attach to your filing submission a Tax Clearance Certificate for each participating corporation.** The application form for the Tax Clearance Certificate is provided in this sub-section following Form UMC - 2. Remember that there is a \$25.00 fee for the Tax Clearance Certificate, and that the New Jersey Division of Taxation issues them.

***EXECUTION (DATE/SIGNATURE)***

Have the chairman, president or vice-president of the **surviving business entity** sign. Also, list the date of execution (signature).

\* \* \* \* \*

These documents should be filed in duplicate.

Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)

Mail to: NJ Division of Revenue, PO Box 308, Trenton, NJ 08625